

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934

Release No. 97670 / June 8, 2023

ADMINISTRATIVE PROCEEDING

File No. 3-21484

In the Matter of

WILLAM ANDREW STACK, ESQ.

Respondent.

**ORDER INSTITUTING PUBLIC
ADMINISTRATIVE PROCEEDINGS
AND IMPOSING TEMPORARY
SUSPENSION PURSUANT TO RULE
102(e)(3) OF THE COMMISSION'S
RULES OF PRACTICE**

I.

The Securities and Exchange Commission ("Commission") deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted against William Andrew Stack ("Respondent" or "Stack") pursuant to Rule 102(e)(3)(i)(A)¹ of the Commission's Rules of Practice (17 C.F.R. § 200.102(e)(3)(i)(A)).

II.

The Commission finds that:

¹ Rule 102(e)(3)(i) provides, in relevant part, that:

The Commission, with due regard to the public interest and without preliminary hearing, may, by order, temporarily suspend from appearing or practicing before it any attorney ...who has been by name: (A) [p]ermanently enjoined by any court of competent jurisdiction, by reason of his or her misconduct in an action brought by the Commission, from violating or aiding and abetting the violation of any provision of the Federal securities laws or of the rules and regulations thereunder[.]

1. Stack, at all relevant times, was an attorney who is admitted to practice law in Oklahoma.

2. On January 15, 2021, the Commission filed an injunctive action against Stack in the United States District Court for the Western District of Texas, *SEC v. William Andrew Stack, Esq.*, Civil Action No. 1:21-cv-051-LY. The complaint alleged that Stack engaged in a fraudulent scheme in which he acted as the nominal chief executive officer, president, treasurer, secretary, and director of Preston Corp. (a/k/a Preston Royalty Corp.) (“Preston Corp.”), a penny stock issuer that purported to provide royalty financing to gold mining operations. Preston did not register the securities offering with the SEC, and no exemption from the securities laws’ registration requirements applied. It further alleged his participation in, and aiding and abetting of, illegal, unregistered sales of Preston Corp. offerings were in violation of Sections 5 and 17(a) of the Securities Act of 1933 (“Securities Act”) and Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”), and Rule 10b-5 thereunder.

3. The complaint sought a final judgment: (a) permanently enjoining Stack from committing future violations of the provisions of the federal securities laws he was alleged to have violated; (b) ordering Stack to disgorge the ill-gotten gains he received as a result of the violations alleged therein and to pay prejudgment interest thereon under Sections 21(d)(3) and (d)(7) of the Exchange Act [15 U.S.C. §§ 78u(d)(3) and (d)(7)]; (c) ordering him to pay civil money penalties pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)]; (d) permanently prohibiting Stack from serving as an officer or director of any company that has a class of securities registered under Section 12 of the Exchange Act [15 U.S.C. § 78l] or that is required to file reports under Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)] pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)]; (e) permanently prohibiting Stack from participating in any offering of a penny stock pursuant to Section 20(g) of the Securities Act [15 U.S.C. § 77t(g)] and Section 21(d)(6) of the Exchange Act [15 U.S.C. § 78u(d)(6)]; and (f) permanently enjoining Stack from directly or indirectly providing professional legal services to any person or entity in connection with the offer or sale of securities pursuant to, or claiming, an exemption under Regulation D, or any other exemption from the registration provisions of the Securities Act.

4. On September 16, 2022, the Court entered a partial judgment against Stack upon his consent. The partial judgment enjoined Stack from violating any of the aforementioned provisions of the federal securities laws. The judgment provided that, upon motion filed by the Commission, the Court shall determine whether it is appropriate for the Court to order and impose (1) disgorgement and prejudgment interest, (2) civil penalties, (3) an officer and director bar, (4) a penny stock bar, and (5) a bar preventing Stack from providing professional legal services to any person or entity in connection with the offer or sale of securities pursuant to, or claiming, an exemption under Regulation D, or any other exemption from the registration provisions of the Securities Act.

5. On March 10, 2023, the court entered a Final Judgment against Stack that imposed permanent injunctions prohibiting Stack from violating Sections 5(a), 5(c), and 17(a) of the Securities Act, and Section 10(b) of the Exchange Act and Rule 10b-5(b) thereunder. In addition, the court imposed a five year officer-and-director bar, a five-year penny stock bar, and,

a five-year injunction prohibiting Stack from providing professional legal services relating to Regulation D or other exemptions from the registration provision of the Securities Act. The Final Judgment further ordered Stack to pay disgorgement and prejudgment interest totaling \$438,103.21 and a \$333,110 civil penalty.

III.

Based upon the foregoing, the Commission finds that a court of competent jurisdiction, in an action brought by the Commission, has permanently enjoined Stack from violating the Federal securities laws within the meaning of Rule 102(e)(3)(i)(A) of the Commission's Rules of Practice. In view of these findings, the Commission deems it appropriate and in the public interest that Stack be temporarily suspended from appearing or practicing before the Commission as an attorney. Accordingly,

IT IS HEREBY ORDERED that Stack be, and is hereby, temporarily suspended from appearing or practicing before the Commission as an attorney. This Order will be effective upon service on the Respondent.

IT IS FURTHER ORDERED that Stack may, within thirty days after service of this Order, file a petition with the Commission to lift the temporary suspension. If the Commission receives no petition within thirty days after service of the Order, the suspension will become permanent pursuant to Rule 102(e)(3)(ii).

If a petition is received within thirty days after service of this Order, the Commission will, within thirty days after the filing of the petition, either lift the temporary suspension, or set the matter down for hearing at a time and place to be designated by the Commission, or both. If a hearing is ordered, following the hearing, the Commission may lift the suspension, censure the petitioner, or disqualify the petitioner from appearing or practicing before the Commission for a period of time, or permanently, pursuant to Rule 102(e)(3)(iii).

This Order shall be served upon Stack personally or by certified mail at his last known address.

By the Commission.

Vanessa Countryman
Secretary